

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

SUNEDISON, INC., *et al.*,

Debtors.¹

: Chapter 11

: Case No. 16-10992 (SMB)

: (Jointly Administered)

OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, on behalf of
the estates of the Debtors,

: Adversary Proceeding
No. 16-01228 (SMB)

Plaintiff

v.

WELLS FARGO BANK, N.A., *et al.*

Defendants

DECLARATION OF CHRISTOPHER HARRIS

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); and SunE Minnesota Holdings, LLC (8926). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

I, Christopher Harris, do hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I am a member in good standing of the United States District Court for the Southern District of New York and am a partner with the law firm of Latham & Watkins LLP, counsel for Defendant Wells Fargo Bank, N.A. ("Wells Fargo") in the above-captioned proceeding. I respectfully submit this Declaration in support of the Prepetition First Lien Administrative Agent and Lenders' Motion to Dismiss the Complaint and am familiar with all of the facts and circumstances set forth herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of the Credit Agreement, dated February 28, 2014.

3. Attached hereto as Exhibit 2 is a true and correct copy of Amendment No. 3 to Credit Agreement and Amendment No. 1 to Pledge and Security Agreement, dated October 6, 2014.

4. Attached hereto as Exhibit 3 is a true and correct copy of Amendment No. 8 to Credit Agreement, dated July 31, 2015.

5. Attached hereto as Exhibit 4 is a true and correct copy of Amendment No. 9 to Credit Agreement, dated January 11, 2016.

6. Attached hereto as Exhibit 5 is a true and correct copy of the Pledge Supplement, dated May 22, 2015.

7. Attached hereto as Exhibit 6 are true and correct copies of the UCC Financing Statements filed March 3, 2014 and July 23, 2015.

8. Attached hereto as Exhibit 7 are true and correct copies of the Deposit Account Control Agreements, dated March 8, 2016.

Executed this 22nd day of November, 2016 in New York, New York.

/s/ Christopher Harris
Christopher Harris